

4.0 Conformance with Commonwealth Contract Requirements Response (*Comprehensive Infrastructure Agreement and Schedule 3.12*)

4.1 Comprehensive Infrastructure Agreement

Instructions to Vendors: Responses to the draft Comprehensive Infrastructure Agreement must be prepared by providing a redlined markup of the Draft Comprehensive Infrastructure Agreement, using Microsoft Word's track changes tool to propose any changes to the terms and conditions. Proposers are encouraged to provide a narrative explanation of the basis for requesting such changes, provided, however, that all narrative explanations must accompany specific, redlined language changes.

The Draft Comprehensive Infrastructure Agreement may contain specific questions that the Commonwealth desires each proposer to answer and/or subject matter on which the Commonwealth desires each proposer to expand. Proposer's responses to the Draft Comprehensive Infrastructure Agreement shall fully and comprehensively respond to such questions and expand on such subjects. If appropriate, proposers may respond to such questions and/or expand on such subjects in the context of its responses to the Draft Schedules and SOWs, as described below, in which case, the proposer will direct the Commonwealth to the applicable Draft Schedule or SOW. Otherwise, conceptual answers or cross-references to other documents shall not be considered acceptable responses.

Conceptual objections to provisions or comments that certain sections require additional discussion are unacceptable. Each response must specify the proposer's requested wording. The Commonwealth will not consider or discuss any requested change that does not specify the EXACT WORDING of the requested change.

Language in the Draft Comprehensive Infrastructure Agreement that is not addressed by the proposer in its response to the draft Comprehensive Infrastructure Agreement shall be deemed accepted by such proposer as presented by the Commonwealth.

It is vital that the draft Comprehensive Infrastructure Agreement be reviewed by all individuals in your organization whose authorization may be required. If the Commonwealth elects to conduct negotiations with a proposer, such negotiations will not permit the proposer to raise objections to terms of the draft Comprehensive Infrastructure Agreement that were not raised in its response submitted with the Detailed Proposal in accordance herewith. Absence of issues will constitute agreement for those terms not addressed in the redlined markup, and will be off the table for further negotiation.

☒ **Check** - Vendor agrees with Comprehensive Infrastructure Agreement, except for the elements set forth in the redlined markup.

4.2 Benchmarking

Instructions to Vendors: Vendor shall describe its experience with benchmarking, both internally and as part of outsourcing agreements.

IBM prides itself on an open, communicative relationship with its customers in which the value proposition behind our services is periodically reviewed such that the value received is commensurate with the price paid. IBM believes that this relationship can prosper without the assistance of third parties. In addition, IBM periodically internally reviews its cost structure in order to optimize competitiveness. However, in recognition of customer desires, IBM will, when requested, negotiate a benchmarking clause for inclusion in contracts.

4.3 Performance Credits Acceptance and Exceptions

Instructions to Vendors: Commonwealth considers Vendor to agree to all Service Levels and Performance Credits, Schedule 3.12, unless identified herein. Absence of issues will constitute agreement for those Service Levels and Fee Reductions not herein addressed, and will be off the table for further negotiation.

☒ **Check** - Vendor agrees with the Performance Credits in Schedule 3.12, except for the elements listed in the table below.

Table 11. Performance Credit Issues

Redacted

4.4 Compliance with Commonwealth Negotiation Rules and Procedures



Vendor shall check the box to certify to Commonwealth that Vendor agrees to and will comply with the Negotiation Rules and Procedures as specified in Detailed Proposal Rules Section 4.

Redacted